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SECURITIES AND EXCHANGE COMMISSION
450 5th Street
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

Date of Report: January 9, 1994

Date of Earliest
Event Reported: December 23, 1994

AMERICA ONLINE, INC.

(Exact name of registrant as specified in its charter)

Delaware	0-19836	54-1322110
(State of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

8619 Westwood Center Drive, Vienna, Virginia	22182-2285
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (703) 448-8700

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Item 2 . Acquisition or Disposition of Assets.

(a) BLT Acquisition Corporation, a Delaware corporation ("Acquisition Sub") which is a wholly-owned subsidiary of America Online, Inc. (the "Registrant" or "Parent") merged with and into Booklink Technologies, Inc., a Delaware corporation (the "Company" or "Booklink") effective December 23, 1994, pursuant to the General Corporation Law of the State of Delaware (the "Delaware Statute"), the terms of an Agreement and Plan of Reorganization dated as of November 8, 1994 and amended by Amendment No. 1 thereto dated as of December 16, 1994 (the "Reorganization Agreement") entered into by and among the Registrant, Acquisition Sub, Booklink and CMG Information Services, Inc., a Delaware corporation and parent of Booklink ("CMG"), and an Agreement of Merger dated as of December 23, 1994 entered into by and among Acquisition Sub and Booklink (the "Merger Agreement") (which transaction is hereinafter referred to as the "Merger"). Capitalized terms not defined herein have the meanings ascribed to them in the Reorganization Agreement.

The effect of the Merger is that the Acquisition Sub ceased to exist and was merged into and with Booklink, the surviving corporation. As such, Booklink possesses all of the rights, privileges, powers and franchises and is subject to all the restrictions, disabilities and duties of each of Acquisition Sub and Booklink, pursuant to Section 259 of the Delaware Statute. The Merger was effected on a tax-free basis as a stock-for-stock merger, the result of which is that Booklink became a wholly-owned subsidiary of the Registrant.

CMG received 710,000 shares of the Registrant's common stock for all of the outstanding common stock of Booklink on December 23, 1994, the effective date of the Merger. Common stock of the Registrant will also be reserved for outstanding employee options issued by Booklink and assumed by the Registrant. No cash consideration was paid by the Registrant.

The following description of the determination of the consideration paid by the Registrant is qualified in its entirety by reference to the Reorganization Agreement and the Merger Agreement, both of which are attached hereto as exhibits and incorporated herein by reference. The total consideration paid or payable by the Registrant for all of the outstanding shares of capital stock of Booklink and for all options, warrants, rights, calls, commitments or agreements of any character to which Booklink is a party or by which it is bound calling for the issuance of shares of capital stock of Booklink or any securities convertible into or exercisable or exchangeable for, or representing the right to purchase or otherwise receive, directly or indirectly, any such capital stock, or other arrangement to acquire, at any time or under any circumstance, capital stock of Booklink or any such other securities (the "Fully Diluted Company Shares") is an aggregate of the number of shares of Common Stock of the Registrant as equal the product of (x) the Exchange Ratio, defined below, multiplied by (y) the Fully Diluted Company Share Amount. For purposes of the calculation, the number of Fully Diluted Company Shares was deemed to equal 945,250. Each share of Booklink common stock issued and outstanding at the effective time of the Merger, with certain exceptions and upon certain terms described with particularity in the Reorganization Agreement, was exchanged and converted into 0.8875 (the "Exchange Ratio") of a share of common stock of the Registrant. Each share of the Registrant's common stock issued or issuable upon conversion of shares of Booklink common stock as part of the consideration includes the corresponding percentage of a right to purchase shares of the Registrant's Series A Junior Participating Preferred Stock, \$.01

par value, pursuant to a Rights Agreement dated as of April 23, 1993 between Registrant and Chemical Bank, N.A., as Rights Agent.

(b) The assets of Booklink indirectly acquired by the Registrant by virtue of the Merger were used in the exploitation of certain software technologies, including, without limitation, Booklink's "Internetworks" technology, its viewer/browser client and server technology and the application thereof to the corporate server and VAR market, and the provision of an electronic document repository. See also the Press Releases attached hereto as exhibits and incorporated herein by reference. The Registrant intends to continue such use of Booklink's assets.

Item 7. Financial Statements and Exhibits.

(a) and (b). It is impracticable to provide any of the required financial statements or pro forma financial information, which are not yet available. The Registrant intends to file such financial statements and pro forma financial information as an amendment hereto on or about, but in no event later than, 60 days after the date hereof.

(c) Exhibits.

1. Agreement and Plan of Reorganization dated as of November 8, 1994 among America Online, Inc., BLT Acquisition Corporation, CMG Information Services, Inc. and Booklink Technologies, Inc., and Amendment No. 1 thereto, dated as of December 16, 1994.
2. Agreement of Merger dated as of December 23, 1994 between BLT Acquisition Corporation and Booklink Technologies, Inc.
3. Press Releases dated November 9, 1994 and December 29, 1994.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: January 9, 1995

AMERICA ONLINE, INC.

By: STEPHEN M. CASE
Stephen M. Case
President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Page</u>
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